

NATIONAL
CAPITAL CORPORATION
A Trusted Financial Resource

RECORDED 29458 FILED

SEP 08 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD



August 18, 2010

Secretary,
Surface Transportation Board,
Washington, D.C., 20423

DOCUMENTS FOR RECORDATION

To Whom It May Concern,

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code, please find a Memorandum of Lease and Assignment Agreement dated August 18, 2010.

The names and address of the parties to the enclosed document are as follows:

Lessor: First National Capital Corporation
26050 Towne Center Drive
Foothill Ranch, CA 92610

Lessee: Hexion Specialty Chemicals, Inc.
180 East Broad Street
Columbus, OH 43215

Location of rail equipment: 3202 Windmill Road, Cleburne, TX 76033

Assignee: Kingsbridge Holdings, LLC
150 North Field Drive
Lake Forest, IL 60045

A description of the rail equipment covered in the enclosed document is:

Location of Rail Equipment:

3202 Windmill Road, Cleburne, TX 76033

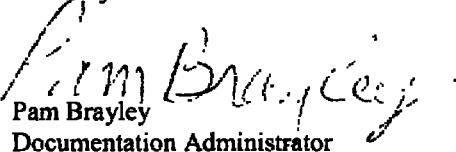
VENDOR	QTY	EQUIPMENT DESCRIPTION
Briggs Equipment	1	New 2010 Trackmobile, Hercules Rail Car Mover, S/N 98864-0710

Documents to appear in the index are:

1. Memorandum of Lease and Assignment Agreement

A fee of \$41.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:
First National Capital Corporation, 26050 Towne Center Drive, Foothill Ranch, CA 92610

Sincerely


Pam Brayley
Documentation Administrator

26050 Towne Centre Drive
Foothill Ranch, CA 92610
949-707-2070

RECEIVED 29458

SEP 08 '10 -3 00 PM

STATE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENT

dated as of August 18, 2010

among

FIRST NATIONAL CAPITAL CORPORATION
as Lessor,

HEXION SPECIALTY CHEMICALS, INC.
as Lessee,

and

KINGSBRIDGE HOLDINGS, LLC
as Assignee

MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENT

THIS MEMORANDUM OF LEASE AND ASSIGNMENT AGREEMENT is made and entered into as of August 18, 2010, among FIRST NATIONAL CAPITAL CORPORATION, 26050 Towne Centre Drive, Foothill Ranch, CA 92610 ("Lessor"), HEXION SPECIALTY CHEMICALS, INC., 180 East Broad Street, Columbus, OH 43215 ("Lessee"), and KINGSBRIDGE HOLDINGS, LLC., 150 North Field Dr., Suite 193, Lake Forest, IL 60045 ("Assignee") with reference to the following:

1. Lessor entered into that certain Master Equipment Lease Agreement dated as of May 7, 2010, as amended, and Equipment Schedule No. 02 dated as of May 7, 2010, as amended, (all referred to as the "Master Lease"), in each case with Lessee, as lessee for certain railroad equipment identified in Schedule 1, attached hereto (the "Equipment").

2. Lessor and Assignee have entered into separate Assignment Agreement, dated as of August 20, 2010 (the "Assignments") pursuant to which Lessor has assigned to Assignee all of its right, title and interest with respect to the Equipment, as lessor, under the Master Lease.

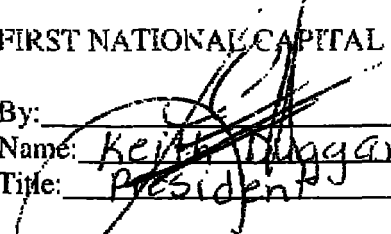
3. The purpose of this Memorandum of Lease and Assignment Agreement is to give record notice of and evidence the Master Lease, and the Assignment Agreement with respect to Equipment.

5. This Memorandum of Lease and Assignment Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Leases and Assignment Agreements.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment Agreement to be executed as of the date first above written.

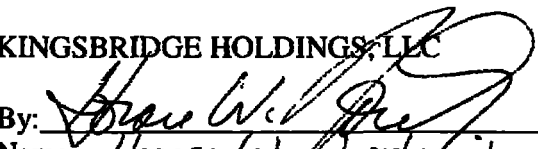
FIRST NATIONAL CAPITAL CORPORATION

By: 
Name: Keith Duggan
Title: President

HEXION SPECIALTY CHEMICALS, INC.

By: 
Name: Melissa Massingham b1 POA Hexion
Title: Vice President Specialty Chemicals

KINGSBRIDGE HOLDINGS, LLC

By: 
Name: Horace W. Jordan, Jr.
Title: Exec. VP & Gen. Cst.

STATE OF _____)

COUNTY OF Orange)

On this 30th day of August, 2010, before me, Lisa Light, the undersigned Notary Public, personally appeared Keith Duggin personally known to me to be the person who executed the within instrument as President on behalf of First National Capital Corporation, and acknowledged to me that the corporation executed it.

[Seal]

Lisa Light
Notary Public

My commission expires:

10-6, 2012



STATE OF CA)
COUNTY OF Orange) ss.

On this 30th day of August, 2010, before me, Lisa Light, the undersigned Notary Public, personally appeared Melissa Messingham personally known to me to be the person who executed the within instrument pursuant to a power of attorney duly executed on behalf of Hexion Specialty Chemicals, Inc., and acknowledged to me that the corporation executed it.

[Seal]

Lisa Light
Notary Public

My commission expires:

10-6, 2012



STATE OF CONNECTICUT)
) ss.
COUNTY OF Lake)

On this 23rd day of August 2010, before me, Joe Bonfiglio, the undersigned Notary Public, personally appeared Herice W. Jordan, Jr personally known to me to be the person who executed the within instrument as Exec VP & General Counsel on behalf of Kingsbridge Holdings, LLC., and acknowledged to me that the corporation executed it.



Joe Bonfiglio
Notary Public

My commission expires:

August 24, 2014

EQUIPMENT

Location of Rail Equipment: 3202 Windmill Road, Cleburne, TX 76033

VENDOR	QTY	EQUIPMENT DESCRIPTION
Briggs Equipment	1	New 2010 Trackmobile, Hercules Rail Car Mover, S/N 98864-0710

First National Capital Corporation
26055 Towne Centre Drive
Foothill Ranch, CA 92610
Tel: (949) 707-2070 Fax: (949) 707-2073

LIMITED POWER OF ATTORNEY

STATE OF Ohio
COUNTY OF Franklin

KNOW ALL PERSONS BY THESE PRESENTS, that Hexion Specialty Chemicals, Inc., a New Jersey corporation located at 180 East Broadway Street, Columbus, OH 43215 ("Customer"), hereby appoints and constitutes First National Capital Corporation and its employees and agents (collectively, "Appointee") its true and lawful attorney, with full power and authority to make and execute any documents and perform any act required to perfect Appointee's security or other interest in any and all equipment or inventory subject to any lease, loan or other financing between Appointee and Customer, including but not limited to executing memoranda of leases, security agreements for filing with the Surface Transportation Board. This power is irrevocable and shall be deemed coupled with an interest.

Hexion Specialty Chemicals, Inc.

By: Mark F. Knight

Title: Sr. VP Finance + Treasurer

Sworn to and subscribed before me this 25th day of Aug., 2010

Elizabeth M. Best

NOTARY PUBLIC

My commission expires: ELLENBERG M. BECKLEY, 2010
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 06-06-10

CERTIFICATION

I, Pamela Brayley do hereby state that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects of the original document.

Dated: 8-30-10

By: Pam Brayley